

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
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*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT  
THE SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** : **Chapter 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.<sup>1</sup>** : **(Jointly Administered)**  
:   
-----X

**SIXTH MONTHLY FEE STATEMENT OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED  
AS CONFLICTS COUNSEL FOR THE DEBTORS FOR THE PERIOD  
FROM MARCH 1, 2019 THROUGH MARCH 31, 2019**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

|                                                                                       |                                                             |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------|
| Name of Applicant:                                                                    | Young Conaway Stargatt & Taylor, LLP                        |
| Authorized to Provide Professional Services to:                                       | Conflicts Counsel for the Debtors                           |
| Date of Retention:                                                                    | November 13, 2018, <i>nunc pro tunc</i> to October 15, 2018 |
| Period for which compensation and reimbursement is sought:                            | March 1, 2019 through March 31, 2019                        |
| Monthly Fees Incurred:                                                                | \$12,957.00                                                 |
| 20% Holdback:                                                                         | \$2,591.40                                                  |
| Compensation Less 20% Holdback:                                                       | \$10,365.60                                                 |
| Monthly Expenses Incurred:                                                            | \$394.40                                                    |
| Total Fees and Expenses Due:                                                          | \$10,760.00                                                 |
| This is a: <u>  X  </u> monthly <u>      </u> interim <u>      </u> final application |                                                             |

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),<sup>2</sup> Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) hereby submits this sixth monthly fee statement (the “Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as conflicts counsel to the Debtors for the period from March 1, 2019 through March 31, 2019 (the “Monthly Fee Period”). By this Monthly Fee Statement, Young Conaway seeks payment in the amount of \$10,760.00 which is comprised of (i) \$10,365.60, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Monthly Fee Period,

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<sup>2</sup> Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

and (ii) reimbursement of \$394.40, which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

### **Services Rendered and Expenses Incurred**

1. Attached as Exhibit A is a summary of Young Conaway's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Young Conaway's billing rates during the Monthly Fee Period, (iv) amount of fees earned by each Young Conaway professional, and (v) the number of years in practice for each attorney. The blended hourly billing rate of Young Conaway attorneys during the Monthly Fee Period is approximately **\$578.83**. The blended hourly rate of paralegals and other non-legal staff during the Monthly Fee Period is approximately **\$292.70**.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Young Conaway professionals for the Monthly Fee Period and summary materials related thereto. The description of the work done by counsel in the time detail may have been edited to protect the confidential and privileged nature of the work completed.

### **Notice and Objection Procedures**

5. Notice of this Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179 (Attn: Rob Riecker, Luke Valentino, Esq.); (ii) the attorneys for

the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Ray C. Schrock, P.C., Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the U.S. Trustee, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Paul Schwartzberg, Esq., and Richard Morrissey, Esq.); (iv) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors; and (v) Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent (collectively, the “Notice Parties”).

6. Objections to this Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **May 15, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

7. If no Objections to this Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: April 30, 2019

/s/ Pauline K. Morgan

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
1270 Avenue of the Americas, Suite 2201  
New York, New York 10020  
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Pauline K. Morgan  
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Travis Buchanan

*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

**Exhibit A**

**Compensation by Professional**

**SUMMARY OF MONTHLY FEE STATEMENT OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR  
SERVICES RENDERED FOR THE PERIOD  
FROM MARCH 1, 2019 THROUGH MARCH 31, 2019**

| <b>Name of Partners and Counsel</b> | <b>Title</b> | <b>Department</b> | <b>Years in Practice</b> | <b>Hourly Billing Rate (\$)</b> | <b>Total Billed Hours</b> | <b>Total Compensation (\$)</b> |
|-------------------------------------|--------------|-------------------|--------------------------|---------------------------------|---------------------------|--------------------------------|
| Pauline K. Morgan                   | Partner      | Bankruptcy        | 31                       | 975.00                          | 1.50                      | 1,462.50                       |
| Ryan M. Bartley                     | Partner      | Bankruptcy        | 11                       | 625.00                          | 3.70                      | 2,312.50                       |
| Michel S. Neiburg                   | Partner      | Bankruptcy        | 10                       | 600.00                          | 3.30                      | 1,980.00                       |
| <b>Total Partners and Counsel:</b>  |              |                   |                          |                                 | <b>8.50</b>               | <b>5,755.00</b>                |

| <b>Name of Associate</b>            | <b>Title</b> | <b>Department</b> | <b>Years in Practice</b> | <b>Hourly Billing Rate (\$)</b> | <b>Total Billed Hours</b> | <b>Total Compensation (\$)</b> |
|-------------------------------------|--------------|-------------------|--------------------------|---------------------------------|---------------------------|--------------------------------|
| Travis Buchanan                     | Associate    | Bankruptcy        | 7                        | 530.00                          | 9.30                      | 4,929.00                       |
| Jared W. Kochenash                  | Associate    | Bankruptcy        | 1                        | 325.00                          | 1.50                      | 487.50                         |
| <b>Total Associates/Law Clerks:</b> |              |                   |                          |                                 | <b>10.80</b>              | <b>5,416.50</b>                |

| <b>Name of Paralegals and Other Non-Legal Staff</b> | <b>Title</b> | <b>Department</b> | <b>Hourly Billing Rate (\$)</b> | <b>Total Billed Hours</b> | <b>Total Compensation (\$)</b> |
|-----------------------------------------------------|--------------|-------------------|---------------------------------|---------------------------|--------------------------------|
| Brenda Walters                                      | Paralegal    | Bankruptcy        | 295.00                          | 4.60                      | 1,357.00                       |
| Debbie Laskin                                       | Paralegal    | Bankruptcy        | 295.00                          | .10                       | 29.50                          |
| Melissa Romano                                      | Paralegal    | Bankruptcy        | 285.00                          | 1.40                      | 399.00                         |
| <b>Total Paralegals:</b>                            |              |                   |                                 | <b>6.10</b>               | <b>1,785.50</b>                |

| <b>PROFESSIONALS</b>        | <b>BLENDED RATE (\$)</b> | <b>TOTAL BILLED HOURS</b> | <b>TOTAL COMPENSATION (\$)</b> |
|-----------------------------|--------------------------|---------------------------|--------------------------------|
| Partners and Counsel        | 677.06                   | 8.50                      | 5,755.00                       |
| Associates/Law Clerks       | 501.53                   | 10.80                     | 5,416.50                       |
| Paralegals/Non-Legal Staff  | 292.70                   | 6.10                      | 1,785.50                       |
| Blended Attorney Rate       | 578.83                   |                           |                                |
| <b>Total Fees Incurred:</b> |                          | <b>25.40</b>              | <b>12,957.00</b>               |

**Exhibit B**

**Compensation by Task Code**



**AGGREGATE TIME SUMMARY BY TASK CODE  
FOR THE PERIOD MARCH 1, 2019 THROUGH MARCH 31, 2019**

| <b>Project Category</b>                            | <b>Total Hours</b> | <b>Total Fees (\$)</b> |
|----------------------------------------------------|--------------------|------------------------|
| Cash Collateral/DIP Financing (B003)               | .30                | 292.50                 |
| Claims Analysis, Objections and Resolutions (B007) | 19.00              | 10,526.50              |
| Retention of Professionals/Fee Issues (B017)       | 1.90               | 697.00                 |
| Fee Application Preparation (B018)                 | 4.20               | 1,441.00               |
| <b>TOTAL</b>                                       | <b>25.40</b>       | <b>12,957.00</b>       |

**Exhibit C**

**Expense Summary**

**AGGREGATE ITEMIZED DISBURSEMENTS  
FOR THE PERIOD MARCH 1, 2019 THROUGH MARCH 31, 2019**

| <b>Expenses Category</b> | <b>Total Expenses (\$)</b> |
|--------------------------|----------------------------|
| Delivery/Courier         | 380.00                     |
| Reproduction Charges     | 14.40                      |
| <b>TOTAL</b>             | <b>394.40</b>              |

**Exhibit D**

**Time Detail**

# YOUNG CONAWAY STARGATT & TAYLOR, LLP

RODNEY SQUARE  
1000 NORTH KING STREET  
WILMINGTON, DELAWARE 19801

P.O. BOX 391  
WILMINGTON, DELAWARE 19899-0391

(302) 571-6600  
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(302) 571-1253 FAX  
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Writer's Direct Dial  
(302) 571-6707

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pmorgan@ycst.com

Sears Holdings Corporation  
333 Beverly Rd  
c/o Alan Carr, Director  
Hoffman Estates, IL 60178

|                 |                |
|-----------------|----------------|
| Invoice Date:   | April 11, 2019 |
| Invoice Number: | 50004924       |
| Matter Number:  | 072902.1003    |

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Re: Debtor Representation

## CURRENT INVOICE

|                        |    |               |
|------------------------|----|---------------|
| Professional Services  | \$ | 12,957.00     |
| Disbursements          | \$ | <u>394.40</u> |
| Total Due This Invoice | \$ | 13,351.40     |

Sears Holdings Corporation

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Invoice Date:

April 11, 2019

Invoice Number:

50004924

Matter Number:

072902.1003

**Time Detail****Task Code:** B003 Cash Collateral/DIP Financing

| <u>Date</u>  | <u>Initials</u> | <u>Description</u>                                         | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------|-----------------|------------------------------------------------------------|--------------|-------------|---------------|
| 03/05/19     | PMORG           | Emails with Paul Weiss re: weekly carve-out reporting      | 0.10         | 975.00      | 97.50         |
| 03/12/19     | PMORG           | Emails with Paul Weiss re: weekly carve-out reporting      | 0.10         | 975.00      | 97.50         |
| 03/19/19     | PMORG           | Emails with Paul Weiss team re: weekly carve-out reporting | 0.10         | 975.00      | 97.50         |
| <b>Total</b> |                 |                                                            | <b>0.30</b>  |             | <b>292.50</b> |

**Task Code:** B007 Claims Analysis, Objections and Resolutions

| <u>Date</u> | <u>Initials</u> | <u>Description</u>                                                                                                                                                                                                    | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-------------|---------------|
| 03/01/19    | MNEIB           | Emails with T. Buchanan, M. Romano and R. Bartley re: rule 2004 subpoena directed to Simon Property and related issues (.4); review subpoena, document requests and court order approving rule 2004 examinations (.4) | 0.80         | 600.00      | 480.00        |
| 03/01/19    | MROMA           | Draft Rule 2004 subpoena to Simon Property Group; revise and edit (multiple); emails with T. Buchanan, M. Neiburg and R. Bartley re: same (multiple)                                                                  | 1.40         | 285.00      | 399.00        |
| 03/01/19    | DLASK           | Arrange for service of subpoena                                                                                                                                                                                       | 0.10         | 295.00      | 29.50         |
| 03/01/19    | RBART           | Review and comment on discovery requests to Simon (.4); coordinate with team finalizing and service of same (.3)                                                                                                      | 0.70         | 625.00      | 437.50        |
| 03/01/19    | RBART           | Discussion with P. Morgan (.1) and call with P. Morgan and Paul Weiss (.2) re: 2004 requests; review motion, order and form of requests (.4); calls with T. Buchanan, P. Morgan and D. Giller re: requests (.2)       | 0.90         | 625.00      | 562.50        |
| 03/01/19    | TBUCH           | Research and draft subpoena and document requests re: claim investigation (4.0); coordinate service of same (1.6)                                                                                                     | 5.60         | 530.00      | 2,968.00      |

Sears Holdings Corporation

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Invoice Date:

April 11, 2019

Invoice Number:

50004924

Matter Number:

072902.1003

| <u>Date</u> | <u>Initials</u> | <u>Description</u>                                                                                                                                                                                                                         | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-------------|---------------|
| 03/01/19    | PMORG           | Confer with R. Bartley re: 2004 requests (.1); conference call with J. Hurwitz, K. King, D. Giller, R. Bartley re: same (.2); Review draft 2004 request (.2); emails with Paul Weiss and YCST teams re: same (.3)                          | 0.80         | 975.00      | 780.00        |
| 03/02/19    | TBUCH           | Coordinate service of subpoena and document requests re: claim investigation                                                                                                                                                               | 0.60         | 530.00      | 318.00        |
| 03/03/19    | TBUCH           | Coordinate service of subpoena and document requests re: claim investigation                                                                                                                                                               | 0.30         | 530.00      | 159.00        |
| 03/04/19    | RBART           | Correspondence with T. Buchanan and B. Walters re: service of subpoena on Simon                                                                                                                                                            | 0.20         | 625.00      | 125.00        |
| 03/04/19    | TBUCH           | Coordinate service of subpoena and document requests re: claim investigation                                                                                                                                                               | 0.80         | 530.00      | 424.00        |
| 03/04/19    | MNEIB           | Emails with R. Bartley, T. Buchanan and B. Walters re: subpoena directed to Simon Property                                                                                                                                                 | 0.40         | 600.00      | 240.00        |
| 03/06/19    | MNEIB           | Emails with P. Morgan, T. Buchanan and R. Bartley re: subpoena to Simon Property                                                                                                                                                           | 0.20         | 600.00      | 120.00        |
| 03/06/19    | PMORG           | Emails with T. Buchanan and M. Neiburg re: discovery notice                                                                                                                                                                                | 0.10         | 975.00      | 97.50         |
| 03/06/19    | RBART           | Correspondence with D. Giller and T. Buchanan and follow up with T. Buchanan re: service of 2004 discovery on Simon                                                                                                                        | 0.20         | 625.00      | 125.00        |
| 03/06/19    | BWALT           | Receive email from service company re: affidavits of service for Simon Property Group subpoenas (.1); emails with T. Buchanan re: notice of service (.1); review emails from R. Bartley and D. Giller re: notice of document requests (.1) | 0.30         | 295.00      | 88.50         |
| 03/06/19    | TBUCH           | Review Subpoena and document requests re: claim investigation                                                                                                                                                                              | 0.80         | 530.00      | 424.00        |
| 03/10/19    | RBART           | Correspondence with P. Morgan re: Rule 2004 discovery                                                                                                                                                                                      | 0.10         | 625.00      | 62.50         |
| 03/11/19    | RBART           | Call with C. Harris and follow up to D. Giller re: Rule 2004 subpoena to Simon                                                                                                                                                             | 0.20         | 625.00      | 125.00        |
| 03/12/19    | MNEIB           | Emails with D. Giller and R. Bartley re: subpoena directed to Simon                                                                                                                                                                        | 0.20         | 600.00      | 120.00        |

Sears Holdings Corporation

Invoice Date:

April 11, 2019

Invoice Number:

50004924

Matter Number:

072902.1003

| <u>Date</u>  | <u>Initials</u> | <u>Description</u>                                                                                                                                                                                                                         | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>    |
|--------------|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-------------|------------------|
| 03/12/19     | MNEIB           | Emails and call with C. Harris and R. Bartley re: subpoena directed to Simon (.3); follow-up discussion with R. Bartley re: next steps (.2)                                                                                                | 0.50         | 600.00      | 300.00           |
| 03/12/19     | TBUCH           | Meet with R. Bartley and M. Neiburg re: discovery related to claims analysis                                                                                                                                                               | 0.30         | 530.00      | 159.00           |
| 03/12/19     | BWALT           | Receive and review proof of service of subpoena upon Latham & Watkins                                                                                                                                                                      | 0.10         | 295.00      | 29.50            |
| 03/12/19     | RBART           | Call with D. Giller re: R. 2004 subpoenas to JV parties (.3); discussion with M. Neiburg and T. Buchanan re: same (.2); call with C. Harris and M. Neiburg re: responding to subpoena and related follow up correspondence to parties (.3) | 0.80         | 625.00      | 500.00           |
| 03/21/19     | TBUCH           | Research issues related to discovery re: claims analysis                                                                                                                                                                                   | 0.40         | 530.00      | 212.00           |
| 03/21/19     | MNEIB           | Emails with D. Giller re: proposed search terms in connection with subpoena directed to Simon (.2); review document requests and search terms in connection with subpoena to Simon (.3)                                                    | 0.50         | 600.00      | 300.00           |
| 03/22/19     | RBART           | Review correspondence with D. Giller and M. Neiburg re: Simon Rule 2004 request                                                                                                                                                            | 0.20         | 625.00      | 125.00           |
| 03/25/19     | MNEIB           | Email to C. Harris re: proposed search terms; discussion with T. Buchanan re: same                                                                                                                                                         | 0.20         | 600.00      | 120.00           |
| 03/29/19     | MNEIB           | Review Simon Property responses and objections to subpoena (.3); emails with R. Bartley and D. Giller re: same (.1)                                                                                                                        | 0.40         | 600.00      | 240.00           |
| 03/29/19     | BWALT           | Review email from R. Johnson attaching Simon Properties responses to subpoena, and update file                                                                                                                                             | 0.20         | 295.00      | 59.00            |
| 03/29/19     | TBUCH           | Review communications related to discovery re: claims investigation                                                                                                                                                                        | 0.20         | 530.00      | 106.00           |
| 03/31/19     | MNEIB           | Emails with R. Bartley re: Simon Property responses and objections to subpoena                                                                                                                                                             | 0.10         | 600.00      | 60.00            |
| 03/31/19     | TBUCH           | Email correspondence with R. Bartley and M. Neiburg related to discovery re: claims investigation                                                                                                                                          | 0.20         | 530.00      | 106.00           |
| 03/31/19     | RBART           | Review Simon response to subpoena                                                                                                                                                                                                          | 0.20         | 625.00      | 125.00           |
| <b>Total</b> |                 |                                                                                                                                                                                                                                            | <b>19.00</b> |             | <b>10,526.50</b> |



Sears Holdings Corporation

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Invoice Date:

April 11, 2019

Invoice Number:

50004924

Matter Number:

072902.1003

**Task Code:** B017 Retention of Professionals/Fee Issues

| <u>Date</u>  | <u>Initials</u> | <u>Description</u>                                                                  | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------|-----------------|-------------------------------------------------------------------------------------|--------------|-------------|---------------|
| 03/18/19     | BWALT           | Email exchange with M. Tattnell re: first interim fee application                   | 0.10         | 295.00      | 29.50         |
| 03/18/19     | JKOCH           | Draft third supplemental declaration                                                | 1.00         | 325.00      | 325.00        |
| 03/19/19     | JKOCH           | Review interested parties in connection with possible supplemental disclosure       | 0.50         | 325.00      | 162.50        |
| 03/20/19     | TBUCH           | Email correspondence from P. Morgan re: first interim fee application               | 0.10         | 530.00      | 53.00         |
| 03/20/19     | PMORG           | Emails with Paul Weiss and YCST teams re: upcoming interim fee application deadline | 0.10         | 975.00      | 97.50         |
| 03/28/19     | BWALT           | Email to/from M. Tattnell re: fifth monthly fee applications                        | 0.10         | 295.00      | 29.50         |
| <b>Total</b> |                 |                                                                                     | <b>1.90</b>  |             | <b>697.00</b> |

**Task Code:** B018 Fee Application Preparation

| <u>Date</u> | <u>Initials</u> | <u>Description</u>                                                                                                                      | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------|--------------|-------------|---------------|
| 03/20/19    | PMORG           | Review February fee exhibits to ensure protection of privilege and compliance with local rules                                          | 0.10         | 975.00      | 97.50         |
| 03/20/19    | BWALT           | Email from P. Morgan re: information to prepare interim fee application                                                                 | 0.10         | 295.00      | 29.50         |
| 03/25/19    | BWALT           | Draft YCST monthly fee statement for February 2019                                                                                      | 1.00         | 295.00      | 295.00        |
| 03/27/19    | BWALT           | Revise fifth monthly fee statement and email to P. Morgan, and R. Bartley                                                               | 0.80         | 295.00      | 236.00        |
| 03/28/19    | RBART           | Review fee app and invoice for privilege and confidentiality                                                                            | 0.20         | 625.00      | 125.00        |
| 03/28/19    | BWALT           | Follow-up email to R. Bartley, P. Morgan re: draft of YCST fifth monthly fee statement (.1); emails from R. Bartley and P. Morgan (.1); | 0.20         | 295.00      | 59.00         |
| 03/28/19    | BWALT           | Prepare YCST first interim fee application                                                                                              | 1.40         | 295.00      | 413.00        |
| 03/28/19    | PMORG           | Review February fee statement and emails with R. Bartley and B. Walters re: same                                                        | 0.10         | 975.00      | 97.50         |

Sears Holdings Corporation

Invoice Date:

April 11, 2019

Invoice Number:

50004924

Matter Number:

072902.1003

| <u>Date</u> | <u>Initials</u> | <u>Description</u>                                                                    | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>   |
|-------------|-----------------|---------------------------------------------------------------------------------------|--------------|-------------|-----------------|
| 03/29/19    | BWALT           | Finalize YCST fifth monthly fee application and coordinate filing and service of same | 0.30         | 295.00      | 88.50           |
|             |                 | <b>Total</b>                                                                          | <b>4.20</b>  |             | <b>1,441.00</b> |

Sears Holdings Corporation

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Invoice Date:

April 11, 2019

Invoice Number:

50004924

Matter Number:

072902.1003

**Timekeeper Summary**

| <u>Initials</u> | <u>Name</u>        | <u>Timekeeper Title</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>      |
|-----------------|--------------------|-------------------------|--------------|-------------|--------------------|
| BWALT           | Brenda Walters     | Paralegal               | 4.60         | 295.00      | 1,357.00           |
| DLASK           | Debbie Laskin      | Paralegal               | 0.10         | 295.00      | 29.50              |
| JKOCH           | Jared W. Kochenash | Associate               | 1.50         | 325.00      | 487.50             |
| MROMA           | Melissa Romano     | Paralegal               | 1.40         | 285.00      | 399.00             |
| MNEIB           | Michael S. Neiburg | Partner                 | 3.30         | 600.00      | 1,980.00           |
| PMORG           | Pauline K. Morgan  | Partner                 | 1.50         | 975.00      | 1,462.50           |
| RBART           | Ryan M. Bartley    | Partner                 | 3.70         | 625.00      | 2,312.50           |
| TBUCH           | Travis G. Buchanan | Associate               | 9.30         | 530.00      | 4,929.00           |
| <b>Total</b>    |                    |                         | <b>25.40</b> |             | <b>\$12,957.00</b> |

Sears Holdings Corporation

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April 11, 2019

Invoice Number:

50004924

Matter Number:

072902.1003

**Task Summary****Task Code:B003****Cash Collateral/DIP Financing**

| <u>Name</u>       | <u>Timekeeper Title</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------------|-------------------------|--------------|-------------|---------------|
| Pauline K. Morgan | Partner                 | 0.30         | 975.00      | 292.50        |
| <b>Total</b>      |                         | <b>0.30</b>  |             | <b>292.50</b> |

**Task Code:B007****Claims Analysis, Objections and Resolutions**

| <u>Name</u>        | <u>Timekeeper Title</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>    |
|--------------------|-------------------------|--------------|-------------|------------------|
| Michael S. Neiburg | Partner                 | 3.30         | 600.00      | 1,980.00         |
| Pauline K. Morgan  | Partner                 | 0.90         | 975.00      | 877.50           |
| Ryan M. Bartley    | Partner                 | 3.50         | 625.00      | 2,187.50         |
| Travis G. Buchanan | Associate               | 9.20         | 530.00      | 4,876.00         |
| Brenda Walters     | Paralegal               | 0.60         | 295.00      | 177.00           |
| Debbie Laskin      | Paralegal               | 0.10         | 295.00      | 29.50            |
| Melissa Romano     | Paralegal               | 1.40         | 285.00      | 399.00           |
| <b>Total</b>       |                         | <b>19.00</b> |             | <b>10,526.50</b> |

**Task Code:B017****Retention of Professionals/Fee Issues**

| <u>Name</u>        | <u>Timekeeper Title</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|-------------------------|--------------|-------------|---------------|
| Pauline K. Morgan  | Partner                 | 0.10         | 975.00      | 97.50         |
| Jared W. Kochenash | Associate               | 1.50         | 325.00      | 487.50        |
| Travis G. Buchanan | Associate               | 0.10         | 530.00      | 53.00         |
| Brenda Walters     | Paralegal               | 0.20         | 295.00      | 59.00         |
| <b>Total</b>       |                         | <b>1.90</b>  |             | <b>697.00</b> |

**Task Code:B018****Fee Application Preparation**

| <u>Name</u>       | <u>Timekeeper Title</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>   |
|-------------------|-------------------------|--------------|-------------|-----------------|
| Pauline K. Morgan | Partner                 | 0.20         | 975.00      | 195.00          |
| Ryan M. Bartley   | Partner                 | 0.20         | 625.00      | 125.00          |
| Brenda Walters    | Paralegal               | 3.80         | 295.00      | 1,121.00        |
| <b>Total</b>      |                         | <b>4.20</b>  |             | <b>1,441.00</b> |

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**Cost Detail**

| <u>Date</u>  | <u>Description</u>   | <u>Quantity</u> | <u>Amount</u>   |
|--------------|----------------------|-----------------|-----------------|
| 03/04/19     | Delivery / Courier   | 1.00            | 200.00          |
| 03/12/19     | Reproduction Charges | 15.00           | 1.50            |
| 03/20/19     | Reproduction Charges | 56.00           | 5.60            |
| 03/24/19     | Delivery / Courier   | 1.00            | 180.00          |
| 03/25/19     | Reproduction Charges | 31.00           | 3.10            |
| 03/27/19     | Reproduction Charges | 21.00           | 2.10            |
| 03/29/19     | Reproduction Charges | 21.00           | 2.10            |
| <b>Total</b> |                      |                 | <b>\$394.40</b> |

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**Cost Summary**

| <b><u>Description</u></b> | <b><u>Amount</u></b> |
|---------------------------|----------------------|
| Delivery / Courier        | 380.00               |
| Reproduction Charges      | 14.40                |
| <b>Total</b>              | <b>\$394.40</b>      |